

United States Bankruptcy Court
District of Utah, Central Division

In re Federal Resources Corporation

Debtor(s)

Case No. 14-33427

Chapter 11

I, Scott A. Butters, declare under penalty of perjury that I am the authorized representative of the Federal Resources Corporation, and that on July 30, 2014 the resolution and consents attached hereto as Exhibits "A" and "B" were duly adopted by Federal Resources Corporation, and signed by its majority shareholder.

Date: December 29, 2014

By: Scott A. Butters
Scott A. Butters
President of Federal Resources
Corporation

EXHIBIT A

FEDERAL RESOURCES CORPORATION

**Action by Unanimous Written Consent of the Board of Directors
in Lieu of a Meeting to:**

- (1) File a Voluntary Petition in the United States Bankruptcy Court Pursuant to Chapter 11 of Title 11 of the United States Code, and**
- (2) Employ Snell & Wilmer, L.L.P. to Represent the Corporation in Such Bankruptcy Case**

Pursuant to Section 78.315 of the Nevada Revised Statutes and the bylaws of Federal Resources Corporation, a Nevada corporation (the "Corporation"), the undersigned, constituting the sole member of the board of directors of the Corporation (the "Board"), hereby adopts the following resolution, effective as of July 30, 2014:

I. Resolution Approving filing Chapter 11 Bankruptcy on behalf of the Corporation

WHEREAS, after consultation with attorneys for the Corporation, the Board believes it is in the best interest of the Corporation and its stockholders to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Bankruptcy Code Chapter 11 Bankruptcy (the "Bankruptcy Filing").

WHEREAS, the Board believes it is in the best interest of the Corporation to employ the law firm of Snell & Wilmer, L.L.P to represent Corporation's interests related to the Bankruptcy Filing.

WHEREAS, Scott A. Butters is the President and sole Director of the Corporation, all other officers and directors of the Corporation having previously resigned or pre-deceased the effective date of this Consent and their seats and positions having not been filled.

NOW, THEREFORE, BE IT RESOLVED, that the Board approves and authorizes the Bankruptcy Filing by the Corporation.

BE IT THEREFORE FURTHER RESOLVED, that the Board approves and authorizes the Corporation to engage the law firm of Snell & Wilmer to represent Corporation's interests related to the Bankruptcy Filing.

BE IT THEREFORE FURTHER RESOLVED, Scott A. Butters, President of the Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing and prosecution of the Bankruptcy Filing.

BE IT THEREFORE FURTHER RESOLVED, that Scott A. Butters, President of the Corporation, is authorized and directed to employ Snell & Wilmer L.L.P. to represent the Corporation related to the Bankruptcy Filing and to execute and delivery all documents necessary to carry out such engagement.

BE IT THEREFORE FURTHER RESOLVED, that Scott A. Butters, President of the Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with the Bankruptcy Filing.

II. Omnibus Resolution

RESOLVED, that Scott A. Butters, President of the Corporation, is authorized to take all actions, as he deems advisable to carry out the foregoing resolutions.

III. Delivery of Consent

Delivery by facsimile, encrypted e-mail or e-mail file attachment of any such executed counterpart to this Consent will be deemed the equivalent of the delivery of the original executed agreement or instrument.

THE UNDERSIGNED BOARD MEMBER HEREBY CONSENTS TO AND APPROVES THE ABOVE ACTIONS.

**BOARD OF DIRECTORS OF FEDERAL
RESOURCES CORPORATION**



Scott A. Butters

EXHIBIT B

FEDERAL RESOURCES CORPORATION

**Action by Written Consent of the Majority Stockholder
in Lieu of a Meeting to:**

- (1) File a Voluntary Petition in the United States Bankruptcy Court Pursuant to Chapter 11 of Title 11 of the United States Code, and**
- (2) Employ Snell & Wilmer, L.L.P. to Represent the Corporation in Such Bankruptcy Case**

Pursuant to Section 78.320 of the Nevada Revised Statutes and the bylaws of Federal Resources Corporation, a Nevada corporation (the "Corporation"), the undersigned, being the stockholder holding a majority of the voting power of the Corporation (the "Majority Stockholder"), hereby adopts the following resolution, effective as of July 30, 2014:

I. Resolution Approving filing Chapter 11 Bankruptcy on behalf of the Corporation

WHEREAS, after consultation with attorneys for the Corporation and its Board of Directors (the "Board"), the Board has determined it is in the best interest of the Corporation and its stockholders to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Bankruptcy Code Chapter 11 Bankruptcy (the "Bankruptcy Filing").

WHEREAS, the Board has approved the Bankruptcy Filing and recommends to the Majority Stockholder that the Majority Stockholder approve the Bankruptcy Filing.

WHEREAS, the Board believes it is in the best interest of the Corporation for the Corporation to employ the law firm of Snell & Wilmer L.L.P to represent the Corporation's interests in the Bankruptcy Filing.

WHEREAS, the Board has approved the engagement of Snell & Wilmer L.L.P. as counsel to the Corporation for all purposes related to the Bankruptcy Filing and recommends to the Majority Stockholder that the Majority Stockholder approve the engagement of Snell & Wilmer L.L.P. as counsel for the Corporation for all purposes related to the Bankruptcy Filing.

WHEREAS, Scott A. Butters is the President and sole Director of the Corporation, all other officers and directors of the Corporation having previously resigned or pre-deceased the effective date of this Consent and their seats and positions having not been filled.

NOW, THEREFORE, BE IT RESOLVED, that the Majority Stockholder approves and authorizes the Bankruptcy Filing by the Corporation.

BE IT THEREFORE FURTHER RESOLVED, that the Majority Stockholder approves and authorizes the Corporation to employ the law firm of Snell & Wilmer L.L.P. to represent the Corporation's interest in the Bankruptcy Filing.

BE IT THEREFORE FURTHER RESOLVED, that Scott A. Butters, President of the Corporation, is authorized and directed to employ Snell & Wilmer L.L.P. to represent the Corporation in connection with the Bankruptcy Filing.

BE IT THEREFORE FURTHER RESOLVED, that Scott A. Butters, President of the Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing and prosecution of the Bankruptcy Filing on behalf of the Corporation.

BE IT THEREFORE FURTHER RESOLVED, that Scott A. Butters, President of the Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with the Bankruptcy Filing.

II. Omnibus Resolution

RESOLVED, that Scott A. Butters, President of the Corporation, is authorized to take all actions, as he deems advisable to carry out the foregoing resolutions.

III. Delivery of Consent

Delivery by facsimile, encrypted e-mail or e-mail file attachment of any such executed counterpart to this Consent will be deemed the equivalent of the delivery of the original executed agreement or instrument.

THE UNDERSIGNED MAJORITY STOCKHOLDER HEREBY CONSENTS TO AND APPROVES THE ABOVE ACTIONS.

MAJORITY STOCKHOLDER:



Bentley J. Blum